

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
CAPITAL CLEAN ENERGY CARRIERS CORP.
(the “Corporation”)**

PURSUANT TO SECTION 55(4) OF THE MARSHALL ISLANDS BUSINESS CORPORATION ACT AND ARTICLE II SECTION 2.13 OF THE CORPORATION’S BY-LAWS

Dated: 10 February 2026

The undersigned, being all of the members of the Board of Directors of the Corporation (the “**Directors**”), hereby adopt the following resolutions by unanimous written consent, taken in lieu of a meeting pursuant to authority conferred by Section 55(4) of the Marshall Islands Business Corporations Act and Article II Section 2.13 of the Corporation’s Bylaws:

ITEM 1

AUTHORIZATION AND APPROVAL OF (1) ISSUANCE OF A BOND LOAN UP TO TWO HUNDRED FIFTY MILLION EUROS (€250,000,000); (2) OFFERING OF THE BONDS TO THE PUBLIC IN GREECE; (3) LISTING OF THE BONDS ON THE FIXED INCOME SECURITIES SEGMENT OF THE REGULATED MARKET OF ATHENS STOCK EXCHANGE; (4) BOND LOAN PROGRAMME OF UP TO TWO HUNDRED FIFTY MILLION EUROS (€250,000,000) AND PROSPECTUS IN CONNECTION WITH THE OFFERING OF THE BONDS TO THE PUBLIC AND THE LISTING OF THE BONDS ON A REGULATED MARKET IN GREECE; AND (5) APPOINTMENT OF A BONDHOLDERS’ AGENT. (6) GRANTING OF AUTHORISATIONS.

WHEREAS, it is proposed that the Corporation may issue a seven year bond loan to be governed by Greek Law 4548/2018 and the relevant provisions of Greek Law 3156/2003, as in force, of up to a total nominal amount of two hundred fifty million Euros (€250,000,000) (the “**Bond Loan**”), divided into up to two hundred fifty thousand (250,000) dematerialised, registered, common bonds (in Greek *άντες, ονομαστικές, κοινές ομολογίες*), with a nominal value of one thousand Euros (€1,000) each (together, the “**Bonds**”), which will be offered to the public in Greece (the “**Offering**”) and will be listed on the Fixed Income Securities Segment of the Regulated Market of Athens Stock Exchange (the “**Listing**”) and together with the issuance of the Bond Loan and the Offering, the “**Transaction**”);

WHEREAS, for the purposes of the Offering and the Listing, the Corporation shall draw up a prospectus in accordance with Regulation (EU) 2017/1129, Delegated Regulation (EU) 2019/980, Delegated Regulation (EU) 2019/979, Greek law 4706/2020, which will be approved by the Hellenic Capital Market Commission (the “**HCMC**”) and will be published in accordance with the applicable Greek laws and regulations (the “**Prospectus**”);

WHEREAS, the Corporation shall use the proceeds in the following order of priority: (A) to ensure full repayment of a bond loan issued on 22 October 2021 by its 100% subsidiary CPLP

Shipping Holdings PLC with the guarantee of the Company, with a nominal value of one hundred fifty million Euros (€150,000,000) and the bonds listed on the Fixed Income Securities Segment of the Regulated Market of Athens Stock Exchange (the “**2021 Bond Loan**”) on the repayment (maturity) date, as further specified in the programme of the 2021 Bond Loan; (B) for payment until 31.12.2026 of installments of the acquisition price to the shipyards by the Corporation and/or its subsidiaries for vessels acquired by its subsidiaries; and (C) any remaining balance to cover any working capital purposes;

WHEREAS, the terms and conditions of the Bond Loan shall be set out in a Bond Loan programme under Article 60(3) and (4) of Greek law 4548/2018 (the “**Bond Loan Programme**”, in Greek *πρόγραμμα κοινού ομολογιακού δανείου*);

WHEREAS the Corporation as security for performance of the Corporation's under the Bond Loan Programme has agreed to grant a first-class pledge on a bank account of the Corporation, which will be held at the credit institution under the name “Piraeus Bank S.A.” in Greece (the “**Bank Account Pledge**”), which will be created by the Corporation in favor of the Bondholders’ Representative (as defined herein), on behalf of the Bondholders, pursuant to a financial collateral agreement (pledge) on the Bank Account in accordance with Clause 13.1 (xiv) of the draft Bond Loan Program, governed by Greek law (the “**Bank Account Pledge Agreement**”).

WHEREAS, pursuant to the draft Bond Loan Programme and the draft Prospectus: (A) the Bonds shall be unsecured, other than the Bank Account Pledge Agreement; (B) the funds to be raised shall be used in accordance with the provisions of clause 2 “Purpose of the Bond Loan” (in Greek *Σκοπός του Ομολογιακού Δανείου*) of the draft Bond Loan Programme, as specified in section 4.1.2 “Reasons for Issuance of the Bond and Purpose of Funds” (in Greek *Λόγοι Έκδοσης του ΚΟΔ και Προορισμός Κεφαλαίων*) of the draft of the Prospectus; (C) the Bonds shall be offered by means of an offer to the public in Greece, namely to qualified and non-qualified investors within the meaning of Regulation (EU) 2017/1129, during an offer period of three (3) business days for the purposes of the subscription to the Bond Loan, through the electronic book building service of the Athens Stock Exchange (the “**EBB Service**”), as such offer period may be specified in accordance with Resolution no. 34 of the Stock Markets Steering Committee of the Athens Stock Exchange and the relevant provisions set out in the relevant sections of the draft Prospectus, namely in sections 4.4.1 “Summary of Offering Details” (in Greek *Συνοπτικά Στοιχεία Προσφοράς*), 4.4.2 “Expected Timeline” (in Greek *Αναμενόμενο Χρονοδιάγραμμα*), 4.4.3 “Determination of Final Yield and Interest Rate of the Bonds by means of a Public Offer through a Book Building Process” (in Greek *Καθορισμός Τελικής Απόδοσης και Επιτοκίου των Ομολογιών με Δημόσια Προσφορά μέσω Βιβλίου Προσφορών*), 4.4.4 “Categories Investors” (in Greek *Κατηγορίες Επενδυτών*), 4.4.5 “Procedure for the Allocation, Subscription and Distribution of the Offered Bonds by Public Offering” (in Greek *Διαδικασία Διάθεσης, Εγγραφής και Κατανομής των Προσφερόμενων Ομολογιών με Δημόσια Προσφορά*) and 4.4.6 “Procedure for the Allocation of the Public Offering” (in Greek *Διαδικασία Κατανομής της Δημόσιας Προσφοράς*); (D) the offer price shall be set at par, i.e. Euro one thousand (€1,000) per Bond; (E) the interest rate and the final yield shall be determined by the Joint Coordinators (as defined herein), through the EBB Service, as specified in the draft Prospectus, will be approved by an authorised representative of the Company designated by the Board of Directors and will be announced on the Company’s website and on the website of the Athens Stock Exchange no later than the next business day after the lapse of the period of the Offering;

WHEREAS, due to the Listing of the Bonds, the Bondholders are required to be organized in a group under article 63 of Greek Law 4548/2018 and a bondholders' representative must be appointed under article 64 of Greek Law 4548/2018 (the "**Bondholders' Representative**");

WHEREAS, in connection with the Offering, the Corporation has entered into or intends to enter into, as the case may be, (a) an Agreement for the Appointment of Piraeus Bank S.A. as Bondholders' Representative (the "**Bondholders' Representative Agreement**") in accordance with Greek law 4548/2018; (b) an Agreement for the Provision of Lead Underwriting Services (the "**Joint Coordinators Agreement**") with Piraeus Bank S.A., and Euroxx Securities S.A., Alpha Bank S.A. and Optima bank S.A. (together, the "**Joint Coordinators**"); (c) an Agreement for the provision of placing services in relation to financial instruments without a firm commitment basis (the "**Underwriting Agreement**") with all participating underwriters (the "**Underwriters**"); (d) an Agreement for the Provision of Advisory Services (the "**Advisory Agreement**") with Piraeus Bank S.A. and Euroxx Securities S.A.; (e) an arrangement for the provision of payment agency (cash distribution) services by the Hellenic Central Securities Depository S.A. (ATHEXCSD) following the filing of a relevant application (the "**ATHEXCSD Application**") in accordance with articles 2.12.1 - 2.12.4 of Part 2 of Section VIII of the Rulebook of the ATHEXCSD (the "**ATHEXCSD Rulebook**"); (f) an agreement for market making services with Piraeus Securities S.A. in relation to the Bonds (the "**Market Making Agreement**"); and (g) any other agreement that may be considered necessary for the completion of the issuance of the Bond Loan, the Offering and the Listing of the Bonds pursuant to Greek laws, regulations and relevant market practice (together, the "**Agreements**");

WHEREAS, the Directors have reviewed the drafts of the Bond Loan Programme, the Agreements and the Prospectus and deem it advisable and in the best interests of the Corporation to undertake the Transaction, file the Prospectus with the HCMC, authorize the issuance of the Bond Loan as well as the Offering and the Listing and to delegate to officers the authority to determine the specific terms, pricing and timing of each offering and to execute and deliver related Prospectus supplement(s) and agreements, in compliance with the Corporation's Articles of Incorporation and Bylaws (together, the "**Constitutional Documents**") and the Marshall Islands Business Corporations Act.

After due consideration, deliberation and diligence, and by the exercise of prudent business judgment in which the Directors determined that proceeding with the Transaction, and the related actions described above are in the best interest of the Corporation, **NOW, THEREFORE, BE IT UNANIMOUSLY RESOLVED BY THE DIRECTORS OF THE CORPORATION** that after due consideration of all the circumstances and being satisfied that it is in the interests of and for the commercial benefit of the Corporation so to do, the Corporation enters into the Transaction, whereby the Corporation will enter into the Bond Loan Programme, and proceed with the issuance of the Bonds, the Offering and the Listing;

RESOLVED FURTHER, that the Corporation (A) issues the Bond Loan as a common bond loan in accordance with the provisions of articles 59-74 of Greek Law 4548/2018, as in force, up to a total nominal amount of two hundred fifty million Euros (€250,000,000), with a minimum amount of two hundred million Euro (€200,000,000), which will be divided into up to two hundred fifty thousand (250,000) dematerialized, registered, common Bonds with a nominal value of Euro one thousand (€1,000) each, in accordance with the terms and conditions referred to in the Bond Loan Programme and that the Bonds will be listed, in accordance with the relevant provisions of the Greek capital market laws and regulations, on the Fixed Income Securities Segment of the Regulated Market of Athens Stock Exchange, after being offered to the public

in Greece, in accordance with the applicable legislation and relevant provisions of the Prospectus that will be issued by the Company in accordance with the legislation relevant to the Offering and the Listing and (B) as security for the obligations of the Corporation under the Bank Account Pledge Agreement establishes the Bank Account Pledge and grants the Bank Account Pledge Agreement, and approves the terms and conditions contained therein. The Bonds will be unsecured, other than the Bank Account Pledge, in accordance with the terms and conditions of the Bank Account Pledge Agreement;

RESOLVED FURTHER, that content of the drafts attached hereto (Appendix A, Appendix B, Appendix C and Appendix D respectively) be approved, as they will be submitted to the HCMC for its approval under the applicable laws, along with any annexes to such drafts, titled: (A) “Common Bond Loan Programme up to two hundred million Euros” (in Greek *Πρόγραμμα Εκδόσεως Κοινού Ομολογιακού Δανείου έως Ευρώ 250.000.000*); (B) “Bond Loan Representative Appointment Agreement” (in Greek *Σύμβαση Ορισμού Εκπροσώπου Ομολογιακού Δανείου*); (C) “Bank Account Pledge Agreement” (in Greek: *Σύμβαση Παροχής Εμπράγματης Χρηματοοικονομικής Ασφάλειας (Ενεχύρου) επί Απαιτήσεων από Τραπεζική Κατάθεση*) ; (D) “Prospectus for the public offering in Greece against cash payment and the admission to trading on the Fixed Income Securities Segment of the Regulated Market of Athens Stock Exchange of the Bonds of the company “Capital Clean Energy Carriers Corp.” through issuance of seven (7) year common bond loan (in Greek *Ενημερωτικό Δελτίο για τη δημόσια προσφορά στην Ελλάδα με καταβολή Μετρητών και την εισαγωγή προς διαπραγμάτευση στην Κατηγορία Τίτλων Σταθερού Εισοδήματος της Ρυθμιζόμενης Αγοράς του Χρηματιστηρίου Αθηνών των Ομολογιών της εταιρείας «Capital Clean Energy Carriers Corp.» με έκδοση κοινού ομολογιακού δανείου διάρκειας επτά (7) ετών*) as well as its submission for approval to the HCMC and the Athens Stock Exchange, its publication and distribution to the investing public;

RESOLVED FURTHER, that the Bonds be offered by means of an offer to the public in Greece, namely to qualified and non-qualified investors, which will be conducted through the EBB Service of the Athens Stock Exchange, in accordance Resolution no. 34 of the Stock Markets Steering Committee of the Athens Stock Exchange, and be listed on the on the Fixed Income Securities Segment of the Regulated Market of Athens Stock Exchange;

RESOLVED FURTHER, that the offer price per Bond be set at par, i.e. at one thousand Euros (€1,000);

RESOLVED FURTHER, that the interest rate and the final yield will be determined by the Joint Coordinators, through the EBB Service, as specified in the draft Prospectus, will be approved by an authorised representative of the Company designated by the Board of Directors and will be announced on the Company’s website and on the website of the Athens Stock Exchange no later than the next business day after the lapse of period of the Offering;

RESOLVED FURTHER, that the Bonds be allocated to interested investors in accordance with the criteria and allocation percentages to each category of investors, as further detailed in the Prospectus;

RESOLVED FURTHER, that the credit institution under the corporate name “Piraeus Bank S.A.” be appointed as the Bondholders' Representative, with the responsibilities, tasks and duties referred to in the Bond Loan Program, the Bondholders’ Representative Agreement and the applicable Greek laws and regulations and that the Bondholders’ Representative Agreement be entered into by the Company;

RESOLVED FURTHER, that the société anonyme under the corporate name “Hellenic Central Securities Depository S.A.” (the “ATHEXCSD”) be appointed as a payment agent, that the ATHEXCSD Application in connection with the cash distributions in accordance with articles 2.12.1 - 2.12.4 of Part 2 of Section VIII of the ATHEXCSD Rulebook be executed and submitted by the Company and that an irrevocable mandate and power of attorney to ATHEXCSD is granted to the ATHEXCSD to proceed with the collection of all payments due by the Company and the corresponding distribution thereof through the ATHEXCSD participants in accordance with the financial settlement procedure in TARGET2 based on the beneficiary identification file to be issued by ATHEXCSD;

RESOLVED FURTHER, that the Underwriting Agreement (placement of financial instruments without firm commitment) be entered into with the credit institutions and the investment firms to be determined by the Authorized Officers (as defined herein) which fulfil the requirements of the applicable legislation for the provision of the investment service of placement of financial instruments without firm commitment;

RESOLVED FURTHER, that the Market Making Agreement with the credit institution under the corporate name “Piraeus Securities S.A.” be entered into;

RESOLVED FURTHER that the Agreements be entered into together with all such other certificates, notices, drawdown notices, documents, supplements, side letters, information and evidence whatsoever which from time to time may be required to be executed and/or delivered or be appropriate under the terms of or otherwise in connection with the Agreements;

RESOLVED FURTHER, that the Corporation do nominate, constitute and appoint the Authorized Officers (as defined herein) acting jointly or singly individually for and on behalf of the Corporation with full power of substitution and sub-delegation, for the purpose of making, doing, negotiating, approving, signing, sealing, executing, delivering, registering and receiving the Agreements and any corporate action prescribed herein on behalf of the Corporation and all acts, matters, things, deeds and instruments which they in their absolute discretion might consider necessary, desirable and/or expedient in connection with the arrangements contemplated herein and further and to further:

- (i) negotiate, finalize and sign on behalf of the Company the Bond Loan Program, the Prospectus, the Agreements in general, as well as any other document concerning or related to the Bond Loan Program, the Prospectus or the Agreements in general, and all documents that the Company must enter into in order to enable the completion of the issuance of the Bonds, the Offering and the Listing and the Transaction in general and sign and/or deliver and/or notify any third party of any other necessary document, application or contract for the completion of the Transaction, including with respect to the Bond Loan and/or the Prospectus, including the publication and distribution of the latter, the Agreements as well as the Offering and the Listing, including, but not limited to, the application to the Athens Stock Exchange for the listing of the Bonds, the submission of the Eligibility Questionnaire and the Company Profile Form, the application to the Athens Stock Exchange for the use of the EBB Service, the ATHEXCSD Application in accordance with articles 2.12.1 - 2.12.4 of Part 2 of Section VIII of the ATHEXCSD Rulebook, as well as the application to the HCMC for the approval of the Prospectus;
- (ii) appoint as Underwriters, at their discretion, credit institutions or investment firms

which fulfil the requirements of the applicable legislation for the provision of the investment service of placement of financial instruments without firm commitment, or replace such persons, as well as to negotiate, finalize and sign on behalf of the Company the Underwriting Agreement (placing financial instruments without firm commitment), to agree and reimburse any and all fees and expenses related to the Prospectus, the Bond Loan and any offering documents and instruments, together with all such other certificates, notices, addenda, amendments, supplemental agreements, side letters, documents, information, mandates and evidence whatsoever which from time to time may be required to be executed and/or delivered or be appropriate under the terms of or otherwise in connection with the Bond Loan and any offering thereunder;

- (iii) approve the final interest rate and the final yield of the Bonds, as will be determined by the Joint Coordinators through the EBB Service as well as to determine the start and end dates of the Offering;
- (iv) ensure creation and perfection of the Bank Account Pledge in favor of the Bondholders' Representative, on behalf of the Bondholders, in accordance with the terms and conditions of the Bank Account Pledge Agreement, including, without limitation by opening a bank account with the Bondholders' Representative and registering the Bank Account Pledge with the Greek Electronic Pledge Registry (in Greek: *Ηλεκτρονικό Μητρώο Ενεχύρου*), as required;
- (v) appoint or replace, at its discretion, the process agent of the Company in Greece under the Bond Loan Program, the Bank Account Pledge Agreement, the Advisory Agreement, the Joint Coordinators Agreement, the Underwriting Agreement, and in general the documents of the Bond Loan, to whom counterparties may validly notify and serve any documents in relation to the documents of the Bond Loan, including documents relating to the commencement of legal proceedings in Greece;
- (vi) perform any other acts, matters, things, deeds and instruments which she/he/they in her/his/their absolute discretion might consider necessary, desirable and/or expedient in connection with (a) the successful completion of the issuance of the Bond Loan, the creation and perfection of the Bank Account Pledge, the Offering and Listing of the Bonds in accordance with the above mentioned resolutions and/or for the preparation of the above contracts and/or for the completion of documents or applications above, such as, but not limited to, the provision of information and certificates in the context of conducting a know-your-client (KYC) check, as well as for the completion of the issue of the Bond Loan, the Offering and Listing, and/or (b) for the withdrawal of the relevant amounts by the Company, and/or for the fulfillment of the Company's obligations under the Agreements; and
- (vii) where necessary or appropriate, to resolve not to proceed with the issuance of the Bond Loan, the Offering and the Listing, in any case without requiring a new approval or authorization by the Board of Directors.

RESOLVED FURTHER, that the Directors and/or appropriate officers of the Corporation listed in Appendix E and any person designated by any such officer (together, the “**Authorized Officers**”) are and each

of them individually hereby is authorized and empowered to execute such documents, take such steps and perform such acts as, in their judgment, may be necessary or convenient to carrying out the foregoing resolutions and that any such documents executed or acts taken by them shall be conclusive evidence of authority in so doing;

RESOLVED FURTHER, that any Director and/or Authorized Officers may execute the Bond Loan Programme, the Prospectus, any prospectus supplement(s), the Agreements and any related agreements, instruments, notices or filings contemplated by the foregoing resolutions, and any variation or amendment thereto, by electronic signature and that the use of electronic signature is evidence of the Corporation's intention to authenticate and to be bound by the terms and conditions of the relevant document;

RESOLVED FURTHER, that in furtherance of the actions specified in the foregoing resolutions, that any actions taken by any of the Directors and/or Authorized Officers, on or prior to the date hereof, including, without limitation, the execution and delivery of the Bond Loan Programme, the Prospectus, the Agreements and any other agreements that are within the authority conferred by any of the foregoing resolutions, be, and each of them hereby is, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

RESOLVED FURTHER, that any Director of the Corporation may execute this consent by electronic signature (whatever form the electronic signature takes) and this method of signature is conclusive of such person's consent thereto as if signed by manuscript signature;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to file this Unanimous Written Consent with the minutes of the proceedings of the Directors of the Corporation; and

RESOLVED FURTHER, that this Written Consent may be executed in any number of counterparts and each such executed counterpart shall be deemed an original and all such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent on this 10th day of February 2026.

-signatory page follows-



Keith Forman

Director



Gerasimos (Jerry) Kalogiratos

Director

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Gurpal Grewal

Director

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Atsunori Kozuki

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Martin Houston

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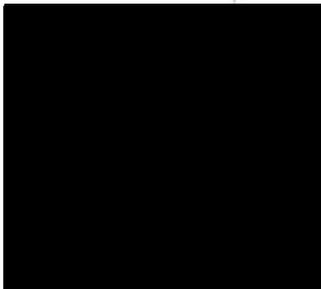


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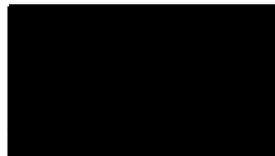
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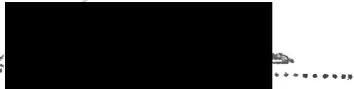
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